

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors <sup>1</sup>	:	(Jointly Administered)
	:	
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**SOUTH PACIFIC FASHIONS LTD.’S RESERVATION OF RIGHTS IN  
RESPONSE TO DEBTORS’ ELEVENTH OMNIBUS OBJECTION TO  
PROOFS OF CLAIM (TO RECLASSIFY OR DISALLOW CERTAIN CLAIMS)**

South Pacific Fashions Ltd. (“SPF”), by its undersigned attorneys, hereby reserves its rights in response to Debtors’ Eleventh Omnibus Objection to Proofs of Claim (to Reclassify or Disallow Certain Claims) (ECF No. 7213) (the “Eleventh Omnibus Objection”) and respectfully submits as follows<sup>2</sup>:

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co., (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7128); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9629); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), LLC (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> The Response Deadline set forth in the Notice of Hearing for the Eleventh Omnibus Objection was March 3, 2020, however the Debtors agreed to extend SPF’s time to respond to 12:00 noon on March 16, 2020.

1. SPF is a corporate entity, organized and existing under the laws of Hong Kong with its principal office located at 11/F, South Asia Building, 108 How Ming Street, Kwun Tong, Kowloon, Hong Kong. SPF is a wholesale distributor of apparel and furnishings.

2. Prior to the commencement of these chapter 11 cases, SPF sold goods to the Debtors and delivered invoices for payment of such goods. As of the date these cases were commenced, invoices remained unpaid and, accordingly, SPF filed proofs of claim in the amount of \$1,221,732.99 as a general unsecured claim (the “SPF Claim”).

3. In the Eleventh Omnibus Objection, the Debtors seek to disallow the SPF Claim in its entirety to the extent that the SPF Claim asserts priority, in part or in whole, under Section 503(b)(9) of the Bankruptcy Code. On information and belief, the Debtors included the SPF Claim in the Eleventh Omnibus Objection due to ballots submitted by SPF in support of the Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors suggesting that SPF was asserting such priority.

4. The Debtors and SPF have engaged in discussions and reached agreement resolving the Eleventh Omnibus Objection in which, among other things, SPF acknowledges that it is not asserting that the SPF Claim be treated as a priority claim under section 503(b)(9). Nevertheless, SPF is submitting this response and reservation of rights to preserve the SPF Claim as a general unsecured claim notwithstanding the Eleventh Omnibus Objection.

*[Remainder of Page Intentionally Left Blank]*

**WHEREFORE**, SPF respectfully requests that any order sustaining the Eleventh Omnibus Objection and/or granting relief in connection therewith does not disallow or otherwise adversely affect the SPF Claim as a general unsecured claim.

Dated: March 16, 2020  
New York, New York

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